

SUNTRUST BANKS INC
Form 3
December 17, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fortin Raymond D | | (Month/Day/Year) | SUNTRUST BANKS INC [STI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/09/2004 | | |
| 303 PEACHTREE STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, General Counsel&Corp.Sec. | |
| ATLANTA,Â GAÂ 30308 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 6,800 | D | Â |
| Common Stock | 1,776.6236 | I | 401(k) ⁽²⁾ |
| Common Stock | 12,310 | I | Restricted Stock ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------------------------|------------------|------------------|---------------------|----------------------------|------------------------------|--|------------|
| Phantom Stock Units ⁽⁴⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 565.0737 | \$ ⁽⁴⁾ | D | Â |
| Phantom Stock Units ⁽⁵⁾ | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 9,600 | \$ ⁽⁵⁾ | D | Â |
| Option ⁽⁶⁾ | 11/10/2001 | 11/10/2008 | Common Stock | 1,400 | \$ 70.8125 | D | Â |
| Option ⁽⁶⁾ | 11/09/2002 | 11/09/2009 | Common Stock | 5,000 | \$ 73.0625 | D | Â |
| Option ⁽⁷⁾ | 11/14/2003 | 11/14/2010 | Common Stock | 10,000 | \$ 51.125 | D | Â |
| Option ⁽⁷⁾ | 11/13/2004 | 11/13/2011 | Common Stock | 12,500 | \$ 64.57 | D | Â |
| Option ⁽⁷⁾ | 02/11/2006 | 02/11/2013 | Common Stock | 15,000 | \$ 54.28 | D | Â |
| Option ⁽⁷⁾ | 02/10/2007 | 02/10/2014 | Common Stock | 15,000 | \$ 73.19 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fortin Raymond D 303 PEACHTREE STREET ATLANTA, GA 30308 | Â | Â | Â EVP, General Counsel&Corp.Sec. | Â |

Signatures

Raymond D. Fortin 12/17/2004

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exhibit List - Exhibit 24 - Power of Attorney
- (2) Because the stock fund component of the 401(k) is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
- (3) Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3.

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- (4) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These securities convert to common stock on a one-for-one basis.
- (5) Granted in exchange for restricted stock. Will be paid out on various dates. These securities convert to common stock on a one-for-one basis.
- (6) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.